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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2011

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011, or tax year beginning

, 2011, and ending

Name of foundation

CLEVELAND H. DODGE FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)
420 LEXINGTON AVENUERoom/suite
2331

City or town

NEW YORK

State ZIP code
NY 10170

G Check all that apply

Initial return

Final return

Address change

Initial Return of a former public charity

Amended return

Name change

H Check type of organization

Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust

Other taxable private foundation

I Fair market value of all assets at end of year
(from Part II, column (c), line 16)

J Accounting method

Cash

Accrual

Other (specify)

► \$ 37,854,695.

(Part I, column (d) must be on cash basis)

Part II Analysis of Revenue and

Expenses (The total of amounts in
columns (b), (c), and (d) may not neces-
sarily equal the amounts in column (a)
(see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc, received (att sch)	0.			
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	762,414.	762,414.		
	5a Gross rents	30,900.	30,900.		
	b Net rental income or (loss)	-10,683.			
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		1,879,931.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
REVENUE	11 Gross cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)	3,024.	3,024.		
	NOV 19 2012 MISCELLANEOUS	796,338.	2,676,269.		
	12 Total. Add lines 1 through 11	121,293.			121,293.
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	11,486.			11,486.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	18,285.	18,285.		
	b Accounting fees (attach sch) L-16b Stmt	266,743.	266,743.		
	c Other prof fees (attach sch) L-16c Stmt				
	17 Interest	53,985.	6,369.		
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt				
	19 Depreciation (attach sch) and depletion L-19 Stmt	34,050.	17,446.	16,604.	
	20 Occupancy	169,336.	13,066.		156,270.
	21 Travel, conferences, and meetings	57,835.			57,835.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	35,956.	11,071.		24,885.
OPERATING AND ADMINISTRATIVE EXPENSES	24 Total operating and administrative expenses. Add lines 13 through 23	768,969.	332,980.	16,604.	371,769.
	25 Contributions, gifts, grants paid	1,142,818.			1,142,818.
	26 Total expenses and disbursements. Add lines 24 and 25	1,911,787.	332,980.	16,604.	1,514,587.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements .	-1,115,449.			
	b Net investment income (if negative, enter -0-)		2,343,289.		
	c Adjusted net income (if negative, enter -0-)			0.	

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing		34,374.	238,301.	238,301.
	2 Savings and temporary cash investments				
	3 Accounts receivable	►			
	Less. allowance for doubtful accounts	►			
	4 Pledges receivable	►			
	Less allowance for doubtful accounts	►			
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach sch)	►			
	Less. allowance for doubtful accounts	►			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U S and state government obligations (attach schedule)	L-10a Stmt	3,716,822.	2,444,532.	2,444,532.
	b Investments – corporate stock (attach schedule)	L-10b Stmt	31,352,227.	30,939,523.	30,939,523.
	c Investments – corporate bonds (attach schedule)	L-10c Stmt	1,936,979.	2,120,291.	2,120,291.
	11 Investments – land, buildings, and equipment basis	►			
	Less. accumulated depreciation (attach schedule)	►			
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)	L-13 Stmt	1,400,658.	1,360,091.	1,360,091.
	14 Land, buildings, and equipment basis	►	726,418.		
	Less. accumulated depreciation (attach schedule)	L-14 Stmt	540,329.	572,207.	186,089.
	15 Other assets (describe ► L-15 Stmt			578,358.	565,868.
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item 1)			39,591,625.	37,854,695.
LIABILITIES	17 Accounts payable and accrued expenses		2,725.	35,245.	
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►		5,000.	0.	
	23 Total liabilities (add lines 17 through 22)		7,725.	35,245.	
NET FUND	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		►	X	
	24 Unrestricted		39,046,900.	37,282,450.	
	25 Temporarily restricted				
	26 Permanently restricted		537,000.	537,000.	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		►		
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		39,583,900.	37,819,450.	
	31 Total liabilities and net assets/fund balances (see instructions)		39,591,625.	37,854,695.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year– Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return).	1	39,583,900.
2 Enter amount from Part I, line 27a	2	-1,115,449.
3 Other increases not included in line 2 (itemize) ► See Other Increases Stmt	3	1,881,576.
4 Add lines 1, 2, and 3	4	40,350,027.
5 Decreases not included in line 2 (itemize) ► See Other Decreases Stmt	5	2,530,577.
6 Total net assets or fund balances at end of year (line 4 minus line 5)– Part II, column (b), line 30	6	37,819,450.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT FROM BECK MACK & OLIVER LLC		P	01/01/08	12/31/11
b SEE STATEMENT FROM GILLESPIE, ROBINSON & GRIMM, INC		P	01/01/08	12/31/11
c SEE STATEMENT FROM GILLESPIE, ROBINSON & GRIMM, INC		P	01/01/08	12/31/11
d SALE OF HOUSE/LAND 4695 INDEPENDENCE AVE, BRONX, NY		P	07/01/99	09/15/11
e				
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,689,642.			2,476,418.	1,213,224.
b 5,022,615.			4,750,063.	272,552.
c 200,000.			206,095.	-6,095.
d 807,000.	256,069.		662,819.	400,250.
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				1,213,224.
b				272,552.
c				-6,095.
d				400,250.
e				
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	1,879,931.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	1,506,190.	35,677,490.	0.042217
2009	2,791,778.	33,339,881.	0.083737
2008	2,193,167.	43,456,645.	0.050468
2007	2,288,412.	49,889,424.	0.045870
2006	1,873,583.	45,893,485.	0.040825

2 Total of line 1, column (d)

2 0.263117

3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the
number of years the foundation has been in existence if less than 5 years

3 0.052623

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 38,363,200.

5 Multiply line 4 by line 3

5 2,018,787.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 23,433.

7 Add lines 5 and 6

7 2,042,220.

8 Enter qualifying distributions from Part XII, line 4

8 1,739,587.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the
Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)1 a Exempt operating foundations described in section 4940(d)(2), check here ► and enter 'N/A' on line 1

Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on Investment Income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2011 estimated tax pmts and 2010 overpayment credited to 2011

b Exempt foreign organizations – tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a 58,005.

6b

6c 0.

6d

7 Total credits and payments Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2012 estimated tax ► 11,139. | Refunded

7 58,005.

8

9

10 11,139.

11

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1a		X

	Yes	No
1b		X

	Yes	No
1c		X

	Yes	No
2		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

	Yes	No
1a		X

	Yes	No
1b		X

	Yes	No
1c		X

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If 'Yes,' attach a detailed description of the activities.

	Yes	No
2		X

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes

	Yes	No
3		X

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

	Yes	No
4a		X

	Yes	No
4b		X

	Yes	No
5		X

	Yes	No
6		X

	Yes	No
7		X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If 'Yes,' attach the statement required by General Instruction T

	Yes	No
8a		X

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

	Yes	No
8b		X

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

	Yes	No
9		X

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____

	Yes	No
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) 11

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions) 12

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address 13

14 The books are in care of ▶ CLEVELAND H. DODGE FOUNDATION, INC. Telephone no ▶ (212) 972-2800 Located at ▶ 420 LEXINGTON AVENUE, SUITE 2331 NEW YORK NY ZIP + 4 ▶ 10170 14

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year 15

16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16

See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ▶ 16

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly)(1) Engage in the sale or exchange, or leasing of property with a disqualified person? 1a Yes No(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? 1a Yes No(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? 1a Yes No(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? 1a Yes No(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? 1a Yes No(6) Agree to pay money or property to a government official? **Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days 1a Yes Nob If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here 1b c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? 2a Yes No

If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement— see instructions) 2b c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here

▶ 20__ , 20__ , 20__ , 20__

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 3a Yes Nob If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) 3b 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a Yes Nob Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? 4b Yes No

Part VII E Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ► **c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

5b

6b X

7b

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

 Yes No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PHYLLIS CRISCUOLI 53-108 63RD ST MASPETH	EXEC DIRECTOR 40.00	121,293.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

Total number of other employees paid over \$50,000

► None

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BECK, MACK & OLIVER 330 MADISON AVE NEW YORK,	NY 10017	INVESTMENT SERVICE 124,517.
GILLESPIE ROBINSON & COMPANY 80 FIELDPORT ROAD GREENWICH	CT 06836	INVESTMENT SERVICE 119,170.
Total number of others receiving over \$50,000 for professional services		2

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1	N/A	
2		0.
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1		
2		
3		

All other program-related investments. See instructions.

3		

Total. Add lines 1 through 3

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:
a Average monthly fair market value of securities
b Average of monthly cash balances
c Fair market value of all other assets (see instructions)
d Total (add lines 1a, b, and c)
e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation) 1e

2 Acquisition indebtedness applicable to line 1 assets
3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities Enter 1-1/2% of line 3
(for greater amount, see instructions)

5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4

6 **Minimum investment return.** Enter 5% of line 5

1a	37,150,965.
1b	1,388,430.
1c	408,016.
1d	38,947,411.
2	
3	38,947,411.
4	584,211.
5	38,363,200.
6	1,918,160.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	1,918,160.
2a	46,866.
2b	
2c	46,866.
3	1,871,294.
4	
5	1,871,294.
6	
7	1,871,294.

Part XII Qualifying Distributions (see instructions)

1a	1,514,587.
1b	
2	
3a	
3b	225,000.
4	1,739,587.
5	0.
6	1,739,587.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,871,294.
2 Undistributed income, if any, as of the end of 2011:			0.	
a Enter amount for 2010 only				
b Total for prior years. 20_____, 20_____, 20_____,				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0.			
b From 2007	1,205,818.			
c From 2008	2,193,167.			
d From 2009	1,129,728.			
e From 2010	0.			
f Total of lines 3a through e	4,528,713.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 1,739,587.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2011 distributable amount			1,739,587.	
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	131,707.			131,707.
6 Enter the net total of each column as indicated below:	4,397,006.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	4,397,006.			
10 Analysis of line 9				
a Excess from 2007	1,074,111.			
b Excess from 2008	2,193,167.			
c Excess from 2009	1,129,728.			
d Excess from 2010	0.			
e Excess from 2011	0.			

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Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling	>			
b Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or <input checked="" type="checkbox"/> 4942(j)(5)			
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a 'Assets' alternative test – enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c 'Support' alternative test – enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

See Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
SEE ATTACHED			SEE ATTACHED	
SEE ATTACHED				
SEE ATTACHED				
NY 10001	NONE	PUBLIC		1,142,818.
Total			► 3a	1,142,818.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XV-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	762,414.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16		
6 Net rental income or (loss) from personal property					
7 Other investment income			18		
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				762,414.	
13 Total. Add line 12, columns (b), (d), and (e)			13	762,414.	

Part XVI: Relationship of Activities to the Accomplishment of Exempt Purposes

Part XVI Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization**
- (2) Purchases of assets from a noncharitable exempt organization**
- (3) Rental of facilities, equipment, or other assets**
- (4) Reimbursement arrangements**
- (5) Loans or loan guarantees**
- (6) Performance of services or membership or fundraising solicitations**

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1a (1)	X	
1a (2)	X	
1b (1)	X	
1b (2)	X	
1b (3)	X	
1b (4)	X	
1b (5)	X	
1b (6)	X	
1c	X	

d If the answer to any of the above is 'Yes,' complete the following schedule. Column(b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column(d) the value of the goods, other assets, or services received.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign
Here**

William D. Rulif

11/14/12

May the IRS discuss this return with the preparer shown below (see instructions)?

Signature of officer or trustee		Date	Title	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JOHN F WORGAN CPA		<i>John F. Worgan</i>	11/13/12		P01211119
	Firm's name	► RITCH GREENBERG AND HASSAN			Firm's EIN ► 06-1040685	
Firm's address	► 70 PLATT RD - PO BOX 466			Phone no (203) 929-6371		
	SHELTON		CT 06484-0466			

BAA

Form 990-PF (2011)

Cleveland H. Dodge Foundation, Inc.
Statement of Grants 2011
EIN 13-6015087

A. Annual Grants

Major Annual Grants

American University of Beirut, Beirut, Lebanon, New York, NY	\$25,000
Near East Foundation, Syracuse, New York	\$15,000
	\$40,000

B. Regular Annual Grants

American Museum of Natural History, New York, NY	\$5,000
American Red Cross in Greater New York, New York, NY	\$5,000
Boy Scouts of America, Greater NY Councils, New York, NY	\$5,000
Boys Club of New York, New York, NY	\$5,000
Central Park Conservancy, New York, New York	\$3,000
Children's Aid Society, New York, New York	\$5,000
Children's Storefront, New York, New York	\$5,000
Covenant House, New York, New York	\$3,000
Fresh Air Fund, New York, New York	\$5,000
Girl Scout Council of Greater New York, New York, NY	\$5,000
International College, Beirut, Lebanon, New York, NY	\$5,000
International House, New York, New York	\$5,000
Kingsbridge Heights Community Center, Inc. Bronx, New York	\$3,000
Kips Bay Boys and Girls Club, Bronx, New York	\$5,000
New York Botanical Garden, Bronx, New York	\$5,000
New York City Mission Society, New York, New York	\$3,000
New York Public Library, New York, New York	\$5,000
Planned Parenthood of New York City, New York, NY	\$5,000
Princeton-Blairstown Center, Princeton, New Jersey	\$5,000
Riverdale Neighborhood House, Bronx, New York	\$5,000
Riverdale Presbyterian Church, Bronx, New York	\$5,000
Teachers College, Columbia University, New York, New York	\$5,000
Union Settlement Association, New York, New York	\$3,000
USO of Metropolitan New York, New York, NY	\$5,000
Wave Hill, Inc., Bronx, New York	\$5,000
Wildlife Conservation Society, Bronx, NY	\$5,000
YMCA of Greater New York, New York, NY	\$5,000
YWCA of the City of New York, New York, NY	\$5,000
	\$130,000

C. Professional Fees and Grants

Council on Foundations, Inc., Arlington, VA	\$ 4,660
Foundation Center, New York, New York	\$ 1,000
Philanthropy New York, New York, N. Y.	\$ 3,300
Foundation Center, New York, New York	\$ 1,000
Philanthropy New York, New York, N. Y.	\$ 2,210
	\$ 12,170

D. Matching Plan A Grants

Cleveland H. Dodge Foundation, Inc.

Statement of Grants 2011

EIN 13-6015087

African Consultants International, Bradenton, FL	\$ 250
African Wildlife Foundation, Washington, D. C.	\$ 2,500
ALS Association, CT Chapter, Milford, CT	\$ 250
Alzheimers Association, Chicago, Illinois	\$ 50
American Farmland Trust, Washington, D. C.	\$ 100
American Foundation for Suicide Prevention, NYC	\$ 45
American Friends Service Committee, Philadelphia, PA	\$ 1,000
American University of Beirut, New York, New York	\$ 300
American University of Beirut, New York, New York	\$ 350
American University of Beirut, New York, New York	\$ 500
American University of Beirut, New York, New York	\$ 1,000
American University of Beirut, New York, New York	\$ 1,000
Amnesty International, New York, New York	\$ 100
Andover Educational Fund, Andover, ME	\$ 1,750
Audubon Wyoming, Fort Collins, CO	\$ 100
Bard College, Annandale on Hudson, NY	\$ 500
Bates College, Lewiston, Maine	\$ 100
Bates College, Lewiston, Maine	\$ 400
Bement School, Deerfield, MA	\$ 250
Bennington Museum, Bennington, Vermont	\$ 250
Bowdoin College, Brunswick, Maine	\$ 700
Bowdoinham Historical Society, Bowdoinham, Maine	\$ 50
Brooklyn Botanic Garden, Brooklyn, New York	\$ 500
Cabeceras Aid Project, Houston, Texas	\$ 50
Camp AmeriKids, Stamford, CT	\$ 400
CARE, Atlanta, Georgia	\$ 100
Carleton College, Northfield, MN	\$ 75
Carter Center, Atlanta, Georgia	\$ 33
Casper Area Community Foundation, Laramie, Wyoming	\$ 1,000
Casper College Foundation, Tate Museum, Laramie, WT	\$ 1,030
Cathedral Square Corporation, So Burlington, VT	\$ 100
Central Asia Institute, Bozeman, Montana	\$ 100
Central Park Conservancy, New York, N. Y.	\$ 1,250
Central Park Conservancy, New York, N. Y.	\$ 3,125
Central Park Conservancy, New York, N. Y.	\$ 4,775
Christian Missions, Inc. Columbia, S. C.	\$ 600
Church of the Redeemer, Baltimore, Maryland	\$ 2,500
Clayton Volunteer Fire Department, Clayton, New York	\$ 100
Colby College, Waterville, ME	\$ 200
Columbia University, New York, N. Y.	\$ 200
Concord Academy, Concord, MA	\$ 1,000
Crossworld, Kansas City, MO	\$ 600
Dana Hall School, Wellesley, MA	\$ 200
David's House, Lebanon, New Hampshire	\$ 250
Day Eight, Washington, D. C.	\$ 250
DC Central Kitchen, Washington, D. C.	\$ 500

Cleveland H. Dodge Foundation, Inc.

Statement of Grants 2011

EIN 13-6015087

Dillard University, New Orleans, LA	\$ 500
Doctors Without Borders, New York, New York	\$ 100
Domus, Stamford, CT	\$ 200
Dresden Historical Society, Dresden, Maine	\$ 100
Equal Justice America, Midlothian, VA	\$ 100
Equalty State Policy Center, Casper, Wyoming	\$ 1,000
Ethel Walker School, Simsbury, CT	\$ 100
Farmington Land Trust, Farmington, CT	\$ 500
Four Paws Rescue Team, Merrifield, VA	\$ 250
Franklin College, New York City	\$ 150
Friends of Tryon Creek, Lake Oswego, OR	\$ 500
FSW, Inc. CT. Bridgeport, CT	\$ 750
Garrison Forest School, Owing Mills, Maryland	\$ 250
George Mason University, Fairfax, VA	\$ 1,000
Global Camps Africa, Reston VA	\$ 2,000
Global Camps Africa, Reston VA	\$ 2,000
Good Shepherd Mission Development, St. Louis, MO	\$ 1,000
Grindstone Island United Meth. Church, Clayton, NY	\$ 350
Hamilton College, Clinton, New York	\$ 1,000
Hampshire College, Amherst, MA	\$ 200
Health Bridges International, Inc. Portland, OR	\$ 500
Heartworks, Manchester Center, Vermont	\$ 100
Hebron Academy, Hebron, Maine	\$ 100
Hebron Academy, Hebron, Maine	\$ 100
Heifer International	\$ 250
Hi Way Bi Way Christian Crusade, Inc. Hisson, Texas	\$ 1,200
Home Share Vermont, So. Burlington, Vermont	\$ 100
Hope Funds for Cancer Research, Newport, RI	\$ 3,000
Hotchkiss School, Lakeville, Ct.	\$ 200
Immanuel Presbyterian Church, McLean, VA	\$ 500
Interserve USA, Upper Darby, PA	\$ 500
Jefferson Unitarian Church, Golden, CO	\$ 250
Kairos International, Virginia Beach, VA	\$ 600
Kenyon College, Gambier, Ohio	\$ 100
Lehigh University, Bethlehem, PA	\$ 500
Ligonier Valley Library, Ligonier, PA	\$ 250
Lincoln County Historical Association, Wiscasset, ME	\$ 50
Longfellow Parent Association, Bozeman, MT	\$ 100
Lymphoma Research Foundation, New York City	\$ 750
Maine Coast Heritage Trust, Topsham, ME	\$ 500
Metropolitan Museum of Art, New York City	\$ 850
Midway Contemporary Art, Minneapolis, Minnesota	\$ 150
Midway Contemporary Art, Minneapolis, Minnesota	\$ 350
Nature Conservancy, Maine Chapter, Albert Lea, MN	\$ 500
Nature Conservancy, Vermont Chapter, Montpelier, VT	\$ 100
Nature Conservancy, Vermont Chapter, Montpelier, VT	\$ 250

Cleveland H. Dodge Foundation, Inc.

Statement of Grants 2011

EIN 13-6015087

Near East Foundation, Syracuse, New York	\$ 1,000
Neighborhood Academy, Pittsburgh, PA	\$ 500
New York Botanical Garden, Bronx, New York	\$ 3,000
New York Botanical Garden, Bronx, New York	\$ 500
Omega World Missions, Shell Lake, Wisconsin	\$ 500
One Challenge International, Colorado Springs, CO	\$ 1,200
One Challenge International, Colorado Springs, CO	\$ 1,200
OxFAM America, Boston, MA	\$ 500
Penacook Place, Haverhill, MA	\$ 500
Phillips Exeter Academy, Exeter, NH	\$ 300
Pine Cobble School, Williamstown, MA	\$ 100
Planned Parenthood Federation of America, New York, NY	\$ 500
Platte River Parkway Trust, Casper, Wyoming	\$ 1,000
Preservation Trust of Vermont, Inc. Burlington, VT	\$ 100
Princeton University, Princeton, New Jersey	\$ 500
Princeton University, Princeton, New Jersey	\$ 1,500
River Hospital Foundation, Alexandria Bay, New York	\$ 100
Sacajewea Middle School, Bozeman, MT	\$ 100
Santa Fe Animal Shelter and Humane Society, Santa Fe, NM	\$ 1,000
Santa Fe Symphony Orchestra and Chorus, Santa Fe, NM	\$ 1,000
Santa Rosa Symphony, Santa Rosa, CA	\$ 1,600
Sarah Lawrence College, Bronxville, NY	\$ 1,000
Save the Children, Westport, CT	\$ 336
Save the River, Clayton, New York	\$ 100
Save the River, Clayton, New York	\$ 100
Save the River, Clayton, New York	\$ 500
Save the River, Clayton, New York	\$ 1,000
Save the River, Clayton, New York	\$ 1,000
SERC Institute, Winter Harbor, ME	\$ 2,000
Sixth Street Playhouse, Santa Rosa, CA	\$ 1,000
Smokey House Center, Manchester Center, VT	\$ 50
Solebury School, New Hope, PA	\$ 500
St. Christopher's School Foundation, Richmond, VA	\$ 100
St. James Church, New York, N. Y.	\$ 1,150
St. John's College, Annapolis, Maryland	\$ 100
St. Paul's School, Concord, NH	\$ 1,500
STOP Cancer, Los Angeles, CA	\$ 100
Swarthmore College, Swarthmore, PA	\$ 800
Textile Museum, Washington, D. C.	\$ 200
Thousand Islands Arts Center, Clayton, NY	\$ 100
Thousand Islands Arts Center, Clayton, NY	\$ 250
Thousand Islands Arts Center, Clayton, NY	\$ 250
Thousand Islands Land Trust, Clayton, NY	\$ 100
Thousand Islands Land Trust, Clayton, NY	\$ 200
Thousand Islands Land Trust, Clayton, NY	\$ 250
Thousand Islands Land Trust, Clayton, NY	\$ 250

Cleveland H. Dodge Foundation, Inc.

Statement of Grants 2011

EIN 13-6015087

Thousand Islands Museum, Clayton, NY	\$ 100
Thousand Islands Performing Arts Fund, Clayton, NY	\$ 100
Tostan, Inc. Washington, D. C.	\$ 250
Trinity United Presbyterian Church, Santa Ana, CA	\$ 500
Union of Concerned Scientists, Cambridge, MA	\$ 1,000
University of Alaska Foundation, Juneau, AK	\$ 100
University of New Hampshire, Durham, NH	\$ 500
University of Texas, Austin, Texas	\$ 100
University of Texas, Austin, Texas	\$ 500
University of Vermont, Burlington, Vermont	\$ 50
University of Vermont, Burlington, Vermont	\$ 250
Upland Country Day School, Kennett Square, PA	\$ 100
Upper Valley Hostel, Inc., Hanover, NH	\$ 250
Upper Valley Hostel, Inc., Hanover, NH	\$ 250
Vermont Food Bank, Burlington, VT	\$ 100
Vermont Natural Resources Council, Montpelier, VT	\$ 500
Vermont Public Radio, Colchester, Vermont	\$ 150
Vermont Public Television, Colchester, Vermont	\$ 200
Virginia Tech Foundation, Inc. Blacksburg, VA	\$ 75
VNA & Hospice of VT and NH, West Lebanon, NH	\$ 250
Walker Art Center, Minneapolis, MN	\$ 70
WAMC, Albany, New York	\$ 50
Washington National Cathedral, Washington, D. C.	\$ 1,000
Wave Hill, Inc. Bronx, New York	\$ 500
Welcome Home Ministries, Brea, CA	\$ 600
Weston Kiwanis Club Foundation, Weston, CT	\$ 300
Wheaton College, Norton, MA	\$ 700
White Mountain School, Bethlehem, PA	\$ 500
Williams College, Williamstown, MA	\$ 500
World Learning, Inc. Brattleboro, Vermont	\$ 100
WPBS/St. Lawrence Valley ETV Council, Watertown, NY	\$ 100
Wycliffe Bible Translators, Orlando, Florida	\$ 1,000
Wyoming Community Foundation, Laramie, Wyoming	\$ 1,000
Wyoming Symphony Orchestra, Casper, Wyoming	\$ 5,000
	\$ 100,764

E. Matching Plan B Grants

Academy at Charlemont, Charlemont, MA	\$ 10,000
Adirondack Council, Elizabethtown, New York	\$ 4,000
Adirondack Museum, Blue Mt. Lake, NY	\$ 2,000
Antique Boat Museum, Clayton, New York	\$ 10,000
Atlas Cultural Foundation, Livingston MT	\$ 2,266
Audubon Wyoming, Fort Collins, Colorado	\$ 20,000
Baltimore Chesapeake Bay Outward Bound	\$ 2,000
Cape Cod Repertory Theater, Harwick, MA	\$ 1,000
Chatham Orpheum Theater, Chatham, MA	\$ 3,334

Cleveland H. Dodge Foundation, Inc.

Statement of Grants 2011

EIN 13-6015087

Children's Aid Society, New York, New York	\$ 8,000
Coastal Mountains Land Trust, Camden, Maine	\$ 8,000
Dartmouth Hitchcock Medical Center, Lebanon, NH	\$ 2,000
East Harlem Tutorial Program, New York, N. Y.	\$ 10,000
Evergreen Foundation, Baltimore, Maryland	\$ 15,000
Fairfield Country Day School, Fairfield, CT	\$ 1,000
Fairfield Country Day School, Fairfield, CT	\$ 3,400
Fort Ligonier Association, Ligonier, PA	\$ 2,500
Fragment Society, Dedham, MA	\$ 600
Franklin College, Switzerland	\$ 2,000
Franklin College, Switzerland	\$ 1,000
Global Camps Africa, Reston, VA	\$ 10,000
Immanuel Presbyterian Church, McLean, VA	\$ 10,000
International House, New York, N. Y.	\$ 5,000
John Bartram Association, Philadelphia PA	\$ 1,000
Junior League of Baltimore, Inc. Baltimore, MD	\$ 1,000
Kieve-Wavus Education, Inc. Nobleboro, ME	\$ 1,500
Kieve-Wavus Education, Inc. Nobleboro, ME	\$ 1,000
King Baudouin Foundation, New York City	\$ 4,000
Mary Hitchcock Memorial Hospital, Lebanon, NH	\$ 2,000
Mary Lyon Foundation, Shelburne Falls, MA	\$ 2,000
McGill University, Canada	\$ 1,500
Metropolitan Museum of Art, New York, N. Y.	\$ 4,000
Miss Porter's School, Connecticut	\$ 1,000
New York Botanical Garden, Bronx, NY	\$ 10,000
Orchard Friends School, NJ	\$ 20,000
Outward Bound USA, Baltimore, Maryland	\$ 2,000
Outward Bound USA, Baltimore, Maryland *	\$ 2,066
Outward Bound USA, Baltimore, Maryland*	\$ 2,066
Parks and People Foundation, Baltimore, Maryland	\$ 1,000
PATH, Seattle Washington	\$ 2,000
Penacook Place, Haverhill, MA	\$ 1,000
Potomac Hills Presbyterian Church, Leesburg, VA	\$ 9,200
Smith College, Northhampton, MA	\$ 2,000
Sonoma Country Day School, Santa Rosa, CA	\$ 11,000
Sonoma Land Trust, Santa Rosa, CA	\$ 6,052
Southern Alleghenies Museum of Art, Loretto, PA	\$ 6,000
St. Michael's in the Valley Church, Ligonier, PA	\$ 7,000
Teachers College, Columbia University, New York, NY	\$ 6,000
Thousand Island Land Trust, Clayton, NY	\$ 10,000
Vermont Land Trust, Montpelier, VT	\$ 2,000
Wave Hill, Inc. , Bronx, New York	\$ 2,000
Wildlife Conservation Society, Bronx NY	\$ 500
Wyoming Humanities Council, Laramie, Wyoming	\$ 1,500
YMCA of Greater New York, New York, New York	\$ 2,000
YMCA of Greater New York, New York, New York	\$ 2,000

Cleveland H. Dodge Foundation, Inc.

Statement of Grants 2011

EIN 13-6015087

YWCA of the City of New York, New York, N. Y.	\$	1,000	
	\$		260,484

F. Fund Raising Benefits

American Museum of Natural History, New York, N. Y.	\$	3,500	
American Museum of Natural History, New York, N. Y.	\$	15,000	
New York Botanical Garden, Bronx, NY	\$	15,000	
Wave Hill, Inc. Bronx, NY	\$	10,000	
Wildlife Conservation Society, Bronx, NY	\$	2,000	
Bottomless Closet, New York, N. Y.	\$	700	
International House, New York, N. Y.	\$	25,000	
Planned Parenthood of New York City, Inc. New York, N.Y.	\$	800	
New York City Mission Society, New York, NY	\$	2,000	
YMCA of Greater New York, New York, N. Y.	\$	25,000	
YMCA of Greater New York, New York, N. Y.	\$	1,000	
YWCA of the City of New York, New York, N. Y.	\$	2,500	
YWCA of the City of New York, New York, N. Y.	\$	800	
	\$		103,300

G. Special Grants

American Farm School, Thessaloniki, Greece, New York, NY For General Support.	\$	10,000	
American University of Beirut, Beirut, Lebanon For its David S. Dodge (1922-2009) Arabic Scholars Program.	\$	100,000	
Antique Boat Museum, Clayton, New York For its renovation project.	\$	31,100	
Boys Club of New York, New York, New York For its Robert M. Gardiner School programs.	\$	25,000	
Camp Amerikids, Stamford, Connecticut For general support.	\$	15,000	
City Parks Foundation, New York, N. Y. For its Swim for Life program.	\$	20,000	
Covenant House, New York, New York For its Regional Training Center	\$	25,000	
East Harlem Tutorial Program, New York, New York For General Support.	\$	25,000	
Helen Keller International, New York, New York For its Chidslight program.	\$	10,000	

Cleveland H. Dodge Foundation, Inc.

Statement of Grants 2011

EIN 13-6015087

Madison Square Boys and Girls Club, New York, New York	\$	5,000
For General Support.		
Nature Conservancy, Adirondack Chapter, Keene Valley, NY	\$	5,000
For its Adirondacks project.		
Planned Parenthood of New York City, Inc. New York, NY	\$	100,000
For its Education Programs.		
READ Foundation, New York, New York	\$	5,000
For General Support.		
Riverdale Neighborhood House, Bronx, New York	\$	10,000
For General Support.		
St. Paul's Church, Hanover, Virginia	\$	50,000
In memory of Grace Dodge Guthrie (1915-2011)		
Urban Education Exchange, New York, New York	\$	10,000
For General Support.		
YMCA of Greater New York, New York	\$	25,000
Dodge YMCA, Brooklyn, New York		
For its Sports Equipment project.		
Grant is made in memory of Cleveland E. Dodge, Jr.		
(1922-2007)		
YWCA of the City of New York, New York, N. Y.	\$	25,000
For its Womens Empowerment Network program.		
	\$	496,100
Grand Totals		
A. Major Annual Grants		\$40,000
B. Regular Annual Grants		\$130,000
C. Professional Fees and Grants	\$	12,170
D. Matching Plan A Grants	\$	100,764
E. Matching Plan B Grants	\$	260,484
F. Fund Raising Benefits	\$	103,300
G. Special Grants	\$	<u>496,100</u>
Grand Total		<u>\$1,142,818</u>

Form 990-PF, Page 10, Part XV, Line 2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

Name PHYLLIS CRISCUOLI
Address 670 WEST 247TH STREET
City, St, Zip, Phone BRONX NY 10471 (718) 543-1220

The form in which applications should be submitted and information and materials they should include:
LETTER - DESCRIPTION OF PROJECT AND BUDGET

Any submission deadlines:

N/A

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

PRIMARY NYC AREA-NO MEDICAL RESEARCH AND HEALTH CARE.

Name _____
Address _____
City, St, Zip, Phone _____

The form in which applications should be submitted and information and materials they should include:

Any submission deadlines

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

EXEMPT PUBLIC CHURCHES UNDER IRS SECTION 509 (A)

Cleveland H. Dodge Foundation, Inc.**EIN: 13-6015087****Form 990-PF Part XII, Line 3b****Required Schedule for Cash Distribution Test**

The following represents amounts to be set-aside by the Foundation. The amounts will be paid within 60 months of the set-aside. Each project for which the set-aside is made will not be completed prior to the year-end of the Foundation.

Donee	Set-aside Amount	Nature and purpose
International House	\$ 150,000.00	Scholarship program
Kingsbridge Heights Community Center	\$ 75,000.00	Capital Campaign
Total amount	<u>\$ 225,000.00</u>	

Year	Distributable Amount	Cash Payments Made
2010	\$ 1,765,913	\$ 1,356,190
2009	\$ 1,662,050	\$ 1,541,778
2008	2,139,409	2,103,167
2007	2,432,698	2,038,412
2006	2,252,463	1,673,583
2005	2,171,426	1,756,753
2004	2,152,370	2,261,352
Totals	<u>\$ 14,576,329</u>	<u>\$ 12,731,235</u>

**Cleveland H. Dodge Foundation, Inc.
Board of Directors 2011-2012**

Margaret O. Barber

Louis E. Black

Bayard Dodge

Robert Garrett

Bolling W. Haxall, Jr.

Alfred H. Howell, Jr.

Catherine O. Kerr

Christopher M. Mole

Sally Dodge Mole

Bayard D. Rea

William H. Rea, III

William D. Rueckert

Ingrid R. Warren

L110 15 001000 /

Beck Mack & Oliver LLC
REALIZED GAINS AND LOSSES
4091 - CLEVELAND H DODGE FDN
25D002063768
Citi Private Bank
From 01-01-11 Through 12-31-11

Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss
01-13-11	100,000	HSBC FINANCE CORP 3MTH LIBOR+43 FLOATING RATE 0.764% Due 06-01-16	90,373.20	91,718.00	1,344.80
01-27-11	300.00	GENZYME	16,060.19	21,437.82	5,377.63
02-03-11	1,000.00	LEUCADIA NATL CORP	6,265.43	33,083.96	26,818.53
02-03-11	1,000.00	ROPER IND INC NEW	12,187.75	78,879.38	66,691.63
02-03-11	6,800.00	HCC INS HLDGS INC	93,300.63	206,891.46	113,590.83
02-04-11	1,100.00	HCC INS HLDGS INC	15,092.75	33,688.83	18,596.08
02-15-11	7,600.00	GENZYME	406,858.27	563,982.88	157,124.61
02-17-11	3,900.00	ROPER IND INC NEW	47,532.23	329,992.16	282,459.93
02-17-11	1,000.00	WATERS CORPORATION	27,159.70	80,470.95	53,311.25
02-25-11	600.00	SCHLUMBERGER LTD	23,010.45	54,600.69	31,590.24
02-28-11	7,600.00	LEUCADIA NATL CORP	47,617.28	251,005.69	203,388.41
04-08-11	500.00	QUALCOMM INC COM	19,751.95	27,049.48	7,297.53
04-08-11	4,600.00	PICO HOLDINGS INC	170,200.00	141,186.46	-29,013.54
04-08-11	800.00	WATERS CORPORATION	21,727.76	70,329.68	48,601.92
04-08-11	900.00	LAB.CP OF AMER HLDGS.	26,722.25	83,410.84	56,688.59
04-08-11	3,000.00	LEUCADIA NATL CORP	18,796.29	111,903.55	93,107.26
04-28-11	500.00	WATERS CORPORATION	13,579.85	48,989.01	35,409.16
07-21-11	10,200.00	NALCO HOLDING CO.	178,675.62	371,185.14	192,509.52
07-22-11	10,400.00	NALCO HOLDING CO.	182,179.06	381,023.71	198,844.65
09-26-11		JAPANESE YEN	466.33	470.41	4.08@
10-05-11	100,000.00	FEDERAL HOME LN BKS 1.250% Due 07-20-16	100,000.00	99,850.00	-150.00
11-03-11	50,000.00	FEDERAL HOME LN BKS 1.250% Due 07-20-16	50,000.00	49,937.50	-62.50
11-03-11	150,000.00	FEDERAL HOME LN BKS 1.250% Due 07-20-16	150,000.00	149,812.50	-187.50
11-11-11	10,200.00	HSBC HLDGS PLC SPON ADR	758,861.17	408,741.84	-350,119.33
TOTAL GAINS					1,592,756.65
TOTAL LOSSES					-379,532.87
			2,476,418.16	3,689,641.94	1,213,223.78

An '@' denotes a currency transaction.

Whereas the realized gains and losses report has been compiled with care, we cannot assume responsibility for any errors or omissions.

**GILLESPIE,
ROBINSON &
GRIMM, INC.**

CLEVELAND H. DODGE FOUNDATION, INC.
437000

TRANSACTION SUMMARY
1/1/2011 through 12/31/2011

Sales	Date	Quantity	Description	Price	Cost	Sale Proceeds	Realized Gain/Loss
	01/04/2011	800	DONALDSON COMPANY INC	57.942	37,121.50	46,304.65	9,183.15
	01/07/2011	1,000	ORACLE CORPORATION	31.210	21,904.80	31,159.47	9,254.67
	01/14/2011	2,000	EXELON CORP	42.481	80,191.20	84,840.56	4,649.36
	02/07/2011	3,500	EXELON CORP	43.089	139,286.70	150,597.90	11,311.20
	02/11/2011	50,000	U S TREASURY NOTES(4.25 - 11/15/13)	108.156	55,000.00	54,078.13	-921.87
	02/11/2011	150,000	U S TREASURY NOTES(4.50 - 02/15/16)	110.094	148,234.38	165,140.63	16,906.25
	02/11/2011	100,000	U S TREASURY NOTES(4.63 - 02/15/17)	110.563	99,593.75	110,562.50	10,968.75
	02/11/2011	1,000	COLGATE PALMOLIVE COMPANY	78.467	85,213.80	78,405.49	-6,808.31
	02/11/2011	500	EXELON CORP	42.092	19,898.10	21,015.59	1,117.49
	02/22/2011	2,500	DANAHER CORP	50.651	88,534.38	126,473.81	37,939.43
	02/25/2011	50,000	U S TREASURY NOTES(5.00 - 08/15/11)	102.156	53,750.00	51,078.13	-2,671.87
	02/25/2011	50,000	U S TREASURY NOTES(4.88 - 02/15/12)	104.344	54,359.38	52,171.88	-2,187.50
	02/25/2011	50,000	U S TREASURY NOTES(4.63 - 02/15/17)	111.719	49,765.63	55,859.38	6,093.75
	02/25/2011	2,700	DANAHER CORP	50.219	74,074.27	135,426.15	61,351.88
	02/25/2011	500	GENERAL DYNAMICS CORPORATION	75.963	40,295.95	37,950.92	-2,345.03
	02/25/2011	500	JOHNSON & JOHNSON	59.680	15,443.75	29,809.42	14,365.67
	03/03/2011	100,000	U S TREASURY NOTES(5.00 - 08/15/11)	102.141	107,054.69	102,140.63	-4,914.06
	03/03/2011	100,000	U S TREASURY NOTES(4.88 - 02/15/12)	104.297	107,171.87	104,296.88	-2,874.99
	03/03/2011	100,000	U S TREASURY NOTES(4.25 - 11/15/13)	108.500	105,765.63	108,500.00	2,734.37
	03/03/2011	1,500	COLGATE PALMOLIVE COMPANY	77.619	127,820.70	116,336.26	-11,484.44

**CILLESPIE,
ROBINSON &
GRIMM, INC.**

CLEVELAND H. DODGE FOUNDATION, INC.
437000

TRANSACTION SUMMARY
1/1/2011 through 12/31/2011

<u>Date</u>	<u>Quantity</u>	<u>Description</u>	<u>Price</u>	<u>Cost</u>	<u>Sale Proceeds</u>	<u>Realized Gain/Loss</u>
03/04/2011	200,000	U S TREASURY NOTES(5 00 - 08/15/11)	102.109	209,585.95	204,218.75	-5,367.20
03/04/2011	50,000	U S TREASURY NOTES(4.25 - 08/15/15)	109.891	49,273.44	54,945.31	5,671.87
03/04/2011	50,000	U S TREASURY NOTES(4.50 - 02/15/16)	111.000	49,328.12	55,500.00	6,171.88
03/04/2011	50,000	U S TREASURY NOTES(4.50 - 05/15/17)	110.563	49,500.00	55,281.25	5,781.25
03/04/2011	4,500	COLGATE PALMOLIVE COMPANY	77.518	365,031.95	348,554.75	-16,477.20
03/04/2011	2,000	STAPLES INC	20.711	34,990.00	41,301.20	6,311.20
03/18/2011	50,000	U S TREASURY NOTES(4.88 - 02/15/12)	104.172	52,812.50	52,085.94	-726.56
03/18/2011	50,000	U S TREASURY NOTES(4.75 - 05/15/14)	111.469	52,390.63	55,734.38	3,343.75
03/18/2011	50,000	U S TREASURY NOTES(4.50 - 02/15/16)	112.219	48,960.94	56,109.38	7,148.44
03/18/2011	50,000	U S TREASURY NOTES(4.50 - 05/15/17)	112.250	49,500.00	56,125.00	6,625.00
03/18/2011	8,000	STAPLES INC	19.716	101,680.00	157,248.17	55,568.17
03/24/2011	2,000	STAPLES INC	19.680	25,420.00	39,239.24	13,819.24
04/05/2011	500	ACCENTURE LTD - CL A	55.193	22,390.00	27,565.77	5,175.77
04/05/2011	500	CVS/CAREMARK CORP	35.030	15,869.08	17,484.66	1,615.58
04/05/2011	400	ORACLE CORPORATION	34.220	8,761.92	13,663.73	4,901.81
04/05/2011	200	EXXON MOBIL CORPORATION	84.900	14,178.00	16,967.67	2,789.67
04/14/2011	100,000	U S TREASURY NOTES(5 00 - 08/15/11)	101.594	103,515.62	101,593.75	-1,921.87
04/14/2011	200	AIR PRODUCTS & CHEMICALS INC	90.030	17,820.32	17,993.65	173.33
04/14/2011	1,200	ORACLE CORPORATION	33.600	26,285.76	40,247.22	13,961.46
04/14/2011	500	EXXON MOBIL CORPORATION	82.710	35,385.06	41,324.20	5,939.14
04/15/2011	500	ACCENTURE LTD - CL A	54.753	22,390.00	27,345.92	4,955.92

**GILLESPIE,
ROBINSON &
GRIMM, INC.**

CLEVELAND H. DODGE FOUNDATION, INC.
437000

TRANSACTION SUMMARY
1/1/2011 through 12/31/2011

<u>Date</u>	<u>Quantity</u>	<u>Description</u>	<u>Price</u>	<u>Cost</u>	<u>Sale Proceeds</u>	<u>Realized Gain/Loss</u>
04/15/2011	1,000	CVS/CAREMARK CORP	35.913	31,537.70	35,852.21	4,314.51
04/15/2011	1,000	STAPLES INC	19.993	12,710.00	19,932.51	7,222.51
04/28/2011	1,000	ACCENTURE LTD - CL A	57.078	43,647.00	57,016.90	13,369.90
04/28/2011	300	AIR PRODUCTS & CHEMICALS INC	94.814	26,730.48	28,425.56	1,695.08
04/28/2011	500	AMPHENOL	55.684	22,727.70	27,811.26	5,083.56
04/28/2011	500	L-3 COMMUNICATIONS HOLDINGS	80.368	32,318.45	40,153.07	7,834.62
04/28/2011	1,500	ORACLE CORPORATION	35.140	32,857.20	52,618.98	19,761.78
04/28/2011	500	EXXON MOBIL CORPORATION	86.953	35,295.15	43,445.46	8,150.31
05/06/2011	500	ACCENTURE LTD - CL A	54.840	21,823.50	27,389.47	5,565.97
05/06/2011	500	CVS/CAREMARK CORP	37.000	15,768.85	18,469.64	2,700.79
05/06/2011	600	GENERAL DYNAMICS CORPORATION	74.530	48,355.14	44,681.14	-3,674.00
05/20/2011	500	CVS/CAREMARK CORP	38.112	15,712.73	19,025.52	3,312.79
05/20/2011	400	L-3 COMMUNICATIONS HOLDINGS	83.442	25,854.76	33,352.05	7,497.29
05/20/2011	500	ORACLE CORPORATION	34.062	10,952.40	17,000.53	6,048.13
05/20/2011	500	PEPSICO	71.292	31,994.30	35,615.12	3,620.82
05/20/2011	500	YUM! BRANDS, INC.	56.005	24,977.05	27,971.79	2,994.74
05/25/2011	200	BECTON DICKINSON	86.682	16,922.90	17,324.14	401.24
05/25/2011	400	PEPSICO	70.562	12,604.03	28,200.05	15,596.02
05/25/2011	200	YUM! BRANDS, INC.	55.561	9,990.82	11,100.07	1,109.25
07/14/2011	700	ACCENTURE LTD - CL A	61.216	30,552.90	42,808.44	12,255.54
08/08/2011	16,500	STAPLES INC	13.241	204,059.80	217,480.65	13,420.85

**GILLESPIE,
ROBINSON &
CRIMM, INC.**

CLEVELAND H. DODGE FOUNDATION, INC.
437000

TRANSACTION SUMMARY
1/1/2011 through 12/31/2011

<u>Date</u>	<u>Quantity</u>	<u>Description</u>	<u>Price</u>	<u>Cost</u>	<u>Sale Proceeds</u>	<u>Realized Gain/Loss</u>
08/09/2011	500	GENERAL DYNAMICS CORPORATION	59.363	40,295.95	29,650.88	-10,645.07
08/31/2011	500	DONALDSON COMPANY INC	59.446	28,437.79	29,692.42	1,254.63
08/31/2011	700	GENERAL DYNAMICS CORPORATION	64.350	56,414.33	45,002.13	-11,412.20
08/31/2011	800	NIKE INC - CL B	87.488	71,958.56	69,941.21	-2,017.35
09/21/2011	200	AIR PRODUCTS & CHEMICALS INC	80.454	15,238.86	16,078.57	839.71
09/21/2011	1,000	BROADCOM CORP	36.565	42,490.00	36,504.29	-5,985.71
09/21/2011	500	CVS CAREMARK CORP	35.950	15,698.70	17,944.65	2,245.95
09/21/2011	300	DONALDSON COMPANY INC	57.255	17,062.68	17,158.17	95.49
09/21/2011	200	JOHNSON & JOHNSON	64.030	11,994.00	12,793.75	799.75
09/21/2011	300	TARGET CORP	52.358	16,460.13	15,689.15	-770.98
09/21/2011	200	EXXON MOBIL CORPORATION	73.800	14,118.06	14,747.71	629.65
09/30/2011	5,000	Occidental Petroleum Corp	72.575	484,414.85	362,567.53	-121,847.32
10/28/2011	1,500	L-3 COMMUNICATIONS HOLDINGS	68.800	95,394.00	103,108.01	7,714.01
10/31/2011	1,000	APACHE CORP	102.346	116,543.16	102,283.63	-14,259.53
11/07/2011	500	DONALDSON COMPANY INC.	65.655	22,262.50	32,796.61	10,534.11
11/07/2011	500	EMERSON ELEC CO	50.494	30,803.50	25,216.71	-5,586.79
11/10/2011	300	APACHE CORP	100.163	31,780.98	30,030.44	-1,750.54
11/10/2011	500	ANADARKO PETROLEUM	77.760	34,962.15	38,849.25	3,887.10
11/10/2011	500	L-3 COMMUNICATIONS HOLDINGS	68.475	30,789.92	34,206.74	3,416.82
		** TOTALS **		<u>4,750,062.75</u>	<u>5,022,614.73</u>	<u>272,551.98</u>

CILLESPIE,
ROBINSON &
GRIMM, INC.

CLEVELAND H. DODGE FOUNDATION, INC.
437000

TRANSACTION SUMMARY
1/1/2011 through 12/31/2011

Maturities	Date	Quantity	Description	Price	Cost	Sale Proceeds	Realized Gain/Loss
	08/01/2011	100,000	WISCONIN PUB SERVICE(6.13 - 08/01/11)	100.000	105,081.00	100,000.00	-5,081.00
	08/15/2011	100,000	CVS CORP(5.75 - 08/15/11)	100.000	101,014.00	100,000.00	-1,014.00
			** TOTALS **		206,095.00	200,000.00	-6,095.00

EIN 13-6015087

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

UNREALIZED GAIN ON INVESTMENTS	1,644.
REALIZED GAIN ON INVESTMENTS	1,879,932.
Total	<u>1,881,576.</u>

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

GRANTS PAYABLE	385,000.
UNREALIZED LOSS ON INVESTMENTS	2,145,577.
Total	<u>2,530,577.</u>

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
US AND STATE GOVERNMENT OBLIGATIONS			2,444,532.	2,444,532.
Total			<u>2,444,532.</u>	<u>2,444,532.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
CORPORATE STOCK	30,939,523.	30,939,523.
Total	<u>30,939,523.</u>	<u>30,939,523.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
CORPORATE BONDS	2,120,291.	2,120,291.
Total	<u>2,120,291.</u>	<u>2,120,291.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
MUTUAL FUND	125,857.	125,857.
MONEY MARKET FUND AND CASH	1,234,234.	1,234,234.
Total	<u>1,360,091.</u>	<u>1,360,091.</u>

Form 990-PF, Page 2, Part II, Line 14

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
LAND	85,000.	0.	85,000.
LAND IMPROVEMENT	3,950.	3,950.	0.
BUILDING & IMPROVEMENT	364,731.	328,645.	36,086.
FURNITURE & EQUIPMENT	55,464.	46,692.	8,772.
OFFICE ARTWORK	186,585.	139,559.	47,026.
LEXINGTON AVENUE IMPROVEMENTS	30,688.	21,483.	9,205.
Total	<u>726,418.</u>	<u>540,329.</u>	<u>186,089.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning	End of Year	
	Year Book Value	Book Value	Fair Market Value
ARTWORK AND SCULPTURE	537,000.	537,000.	537,000.
SECURITY DEPOSIT	28,868.	28,868.	28,868.
PREPAID TAXES	12,490.	0.	0.
Total	578,358.	565,868.	565,868.

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Federal Excise Tax</u>	<u>46,866.</u>			
<u>FOREIGN TAX</u>	<u>5,869.</u>	<u>5,869.</u>		
<u>STATE TAX</u>	<u>750.</u>			
<u>OTHER</u>	<u>500.</u>	<u>500.</u>		
 Total	<u>53,985.</u>	<u>6,369.</u>		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>INSURANCE</u>	<u>25,114.</u>	<u>11,071.</u>		<u>14,043.</u>
<u>OFFICE AND STORAGE</u>	<u>10,842.</u>			<u>10,842.</u>
 Total	<u>35,956.</u>	<u>11,071.</u>		<u>24,885.</u>

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Ritch, Greenberg & H	AUDIT	18,285.	18,285.		
Total		18,285.	18,285.		

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BECK, MACK & OLIVER	INVESTMENT SERVICES	134,937.	134,937.		
GILLESPIE ROBINSON &	INVESTMENT SERVICES	131,600.	131,600.		
CITIBANK NA	CUSTODIAN FEES	206.	206.		
Total		266,743.	266,743.		

Form 990-PF, Line 19

Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
EQUIPMENT 1993	01/01/93	3607	3607	200DB	5.00	0		
EQUIPMENT 1994	01/01/94	779	779	200DB	5.00	0		
PHONE SYSTEM	01/01/96	4582	4582	200DB	5.00	0		
EQUIPMENT 1999	01/01/99	7234	7234	200DB	5.00	0		
PRINTER	01/01/03	1247	1247	200DB	5.00	0		
CHAIRS	06/01/05	3355	1946	SL	10.00	313		313
COMPUTER	06/01/05	925	925	SL	5.00	0		
GRAYBAR FITUP 2008	01/01/08	22880	11440	SL	5.00	4576		4576
FURNITURE 2008	04/30/08	11331	4047	SL	7.00	1619		1619
PHONE SYSTEM	03/15/08	2601	1300	SL	5.00	520		520
GRAYBAR IMPR 2008	04/01/08	7809	3905	SL	5.00	1562		1562
FF&E 1986	01/01/86	700	700	PRE	5.00	0		
FF&E 1993	01/01/93	751	751	200DB	7.00	0		
FF&E 1999	01/01/99	4110	4110	SL	10.00	0		
FF&E 1999	01/01/99	1415	1415	SL	10.00	0		
FF&E 2002	01/01/02	777	661	SL	10.00	77		77
EQUIPMENT 1980	01/01/80	2470	2470	SL	5.00	0		
EQUIPMENT 1981	01/01/81	229	229	PRE	5.00	0		
EQUIPMENT 1989	01/01/89	350	350	200DB	5.00	0		
EQUIPMENT 1991	01/01/91	4229	4229	200DB	7.00	0		
EQUIPMENT 1991	01/01/91	804	804	200DB	5.00	0		
EQUIPMENT 1992	01/01/92	1068	1068	200DB	5.00	0		
BUILDING	07/01/83	290000	290000	SL	25.00	0		
4695 INDEPENDENCE	07/01/99	611786	240451	SL	25.00	15618	15618	
BUILDING IMPROVEMENT	07/01/84	12900	12900	SL	24.00	0		
BUILDING IMPROVEMENT	07/01/88	13213	13213	SL	20.00	0		
EQUIPMENT IMPROVEMENT	07/01/94	6000	4950	SL	20.00	300	300	
BUILDING IMPROVEMENT	07/01/96	3524	2496	SL	20.00	176	176	
BUILDING IMPROVE 670	07/01/06	15020	2146	SL	31.50	477	477	
LAND	01/01/83	85000	0	N/A	0.00	0		
LAND IMPROVEMENTS	01/01/92	3950	3950	150DB	15.00	0		
COLLECTION-1986	01/01/87	106345	102092	SL	25.00	4253		4253
COLLECTION-2000	01/01/00	14600	6132	SL	25.00	584		584
COLLECTION-2000	01/01/00	1500	630	SL	25.00	60		60
RESTORATION 2001	07/01/01	12697	4571	SL	25.00	508		508
ANTIQUES & ART	01/01/01	7550	2869	SL	25.00	302		302
ART APPRAISAL ADJ	01/01/01	43893	15802	SL	25.00	1756		1756
COUCH	05/18/08	1669	596	SL	7.00	238		238
COMPUTER	03/12/09	1230	640	200DB	5.00	236		236
WATER MAIN	05/29/09	4400	260	SL	27.50	160	160	
FLOORS	09/14/09	6000	282	SL	27.50	218	218	
HOT WATER HEATER	09/02/09	1635	76	SL	27.50	59	59	
ROOF	09/14/09	4200	198	SL	27.50	153	153	
ASBESTOS REMOVAL	12/07/09	7840	297	SL	27.50	285	285	

Total

17446 16604

Depreciation and Amortization
(Including Information on Listed Property)Department of the Treasury
Internal Revenue Service (99)

► See separate instructions. ► Attach to your tax return.

2011

Attachment
Sequence No 179

Name(s) shown on return

CLEVELAND H. DODGE FOUNDATION, INC.

Business or activity to which this form relates

Identifying number
13-6015087

Form 990-PF page 1

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0.	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	7 Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	24,034.

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	10,016.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	► <input type="checkbox"/>	

Section B – Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only – see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C – Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations – see instructions	22	34,050.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, completely 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If 'Yes,' is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
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25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) **25**

26 Property used more than 50% in a qualified business use								

27 Property used 50% or less in a qualified business use								

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 **29**

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related persons if you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30	Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
		Yes	No										
31	Total commuting miles driven during the year												
32	Total other personal (noncommuting) miles driven												
33	Total miles driven during the year Add lines 30 through 32												
34	Was the vehicle available for personal use during off-duty hours?												
35	Was the vehicle used primarily by a more than 5% owner or related person?												
36	Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners	<input type="checkbox"/> Yes	<input type="checkbox"/> No
39 Do you treat all use of vehicles by employees as personal use?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions) <i>Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Part VI. Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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42 Amortization of costs that begins during your 2011 tax year (see instructions)

43 Amortization of costs that began before your 2011 tax year **43**

44 Total. Add amounts in column (f). See the instructions for where to report **44**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I on page 1)

Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the extended due date for filing the return. See instructions	Name of exempt organization or other filer, see instructions CLEVELAND H. DODGE FOUNDATION, INC.	Employer identification number (EIN) or X 13-6015087
	Number, street, and room or suite number. If a P O box, see instructions 420 LEXINGTON AVENUE, #2331	Social security number (SSN)
	City, town or post office, state and ZIP code. For a foreign address, see instructions NEW YORK NY 10170	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041 A	08
Form 990 EZ	01	Form 4720	09
Form 990 PF	04	Form 5227	10
Form 990 T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990 T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868

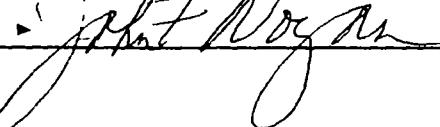
- The books are in care of **CLEVELAND H. DODGE FOUNDATION, INC.**
Telephone No **(212) 972-2800** FAX No **(212) 972-1049**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3 month extension of time until **Nov 15 2012**
 5 For calendar year **2011**, or other tax year beginning **20**, and ending **20**
 6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return
 Change in accounting period
 7 State in detail why you need the extension **NEED ADDITIONAL TIME TO FILE AN ACCURATE RETURN FOR 12/31/2011**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$ 46,815.
b If this application is for Form 990 PF, 990 T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$ 58,005.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature 

Title **CPA**

FIFZ0502 07/29/11

Date **8/13/12**

BAA

Form 8868 (Rev 1-2012)